

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
CTC COMMUNICATIONS CORP.)	
)	
CTC COMMUNICATIONS OF VIRGINIA, INC.)	
)	
CONNECTICUT TELEPHONE AND COMMUNICATION SYSTEMS, INC.)	WC Docket No. 06-47
)	
CONNECTICUT BROADBAND LLC (f/k/a Partner Communications LLC))	File Nos. ITC-T/C-20060222-00100
)	ITC-T/C-20060222-00101
)	ITC-T/C-20060222-00102
LIGHTSHIP TELECOM, LLC)	ITC-T/C-20060222-00103
)	ITC-T/C-20060222-00105
CHOICE ONE COMMUNICATIONS INTERNATIONAL INC.)	ITC-T/C-20060222-00106
)	
US XCHANGE, INC.)	
)	
OTHER SUBSIDIARIES OF CHOICE ONE COMMUNICATIONS INC. AS LISTED IN EXHIBIT A)	
)	
Application for Consent to Transfer Control of Companies Holding International Authorizations and/or Blanket Domestic Authorizations Pursuant to Section 214 of the Communications Act of 1934, as Amended)	

**SUBSIDIARIES OF CONVERSENT
COMMUNICATIONS, INC. AS LISTED
IN EXHIBIT B**

**Application for Consent to Transfer
Control of Companies Holding
International Authorizations and/or Blanket
Domestic Authorizations Pursuant
to Section 214 of the Communications Act
of 1934, as Amended**

WC Docket No. 06-85

File Nos. ITC-T/C-20060410-00227

ITC-T/C-20060410-00228

ITC-T/C-20060410-00229

**JOINT PETITION TO ADOPT CONDITIONS TO
AUTHORIZATIONS AND LICENSES**

CTC Communications Group, Inc. ("CTC Group"), Choice One Communications Inc. ("Choice One"), and Conversent Communications, Inc. ("Conversent") (CTC Group, Choice One, and Conversent, collectively the "Parties"), the United States Department of Homeland Security ("DHS"), and the United States Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), respectfully submit this Joint Petition to Adopt Conditions to Authorizations and Licenses ("Petition"), pursuant to Section 1.41 of the Commission's Rules.¹ Through this Petition, DHS, DOJ, and FBI advise the Federal Communications Commission ("FCC" or "Commission") that they have no objection to the FCC granting (1) the application for the transfer of control of the CTC Group subsidiaries listed in Exhibit A ("CTC Subsidiaries") and the Choice One subsidiaries listed in Exhibit A ("Choice One Subsidiaries") as a result of the merger of CTC Group with and into Choice One as described in the application in WC Docket No. 06-47, or (2) the application for the transfer of control of the Conversent subsidiaries listed

¹ 47 C.F.R. § 1.41.

in Exhibit B ("Conversent Subsidiaries") as a result of the acquisition of Conversent by CTC Group and Choice One as described in the application in WC Docket No. 06-85 (grant of both applications herein referred to as "requested relief"), provided that the Commission conditions the grant of the requested relief on compliance with the terms of the assurances letter executed by the Parties, a copy of which is attached hereto as Exhibit C.

The Choice One Subsidiaries are common carriers that provide communications and information services to small and medium size businesses predominantly in the Northeast and Midwest regions. The CTC Subsidiaries provide communications services on a common carrier basis to medium and large size businesses predominantly in the Northeast and Mid-Atlantic regions, in addition to residential customers in Connecticut. The Conversent Subsidiaries are common carriers that provide communications and information services to small and medium size business users in the Northeast and Mid-Atlantic regions, as well as to residential customers in West Virginia. Following the merger of CTC Group with and into Choice One, Quantum Partners LDC ("Quantum"), an existing shareholder in Choice One, will hold a 10 percent or greater interest in the surviving corporation. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Following the acquisition of Conversent and the other transactions described in the application in WC Docket No. 06-85, Quantum could hold a 10 percent or greater interest in the combined corporation.

As the Commission is aware, DHS, DOJ, and FBI maintain that their ability to fulfill their obligations to preserve the national security, to enforce the laws, and to maintain the safety of the public could be significantly impaired by transactions in which foreign entities will own or operate a part of the U.S. communications system, or in which foreign-located facilities will be

used to provide domestic communications services to U.S. customers. Among other concerns, DHS, DOJ, and FBI seek: (1) to ensure the security and effectiveness of lawfully-authorized electronic surveillance; (2) to prevent and detect foreign-based espionage and electronic surveillance of U.S. communications, which if allowed to occur undetected would jeopardize the security and privacy of U.S. communications and undermine the prosecution of individuals involved in such activities; and (3) to protect the critical infrastructure of the United States. To address these concerns, DHS, DOJ, and FBI have entered into agreements with or obtained assurances letters from the appropriate parties. The agreements and assurances letters reached in the past have been filed by stipulation among the parties with the Commission, and the Commission has conditioned its grants of approvals of the requested authorizations or transfers of control on compliance with the terms of the agreements or assurances letters.²

On June 15, 2006, the Parties provided the assurances letter in Exhibit C to DHS, DOJ, and FBI. The assurances letter is intended to ensure that DHS, DOJ, and FBI and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed in a legal, secure, and confidential manner to satisfy these responsibilities.

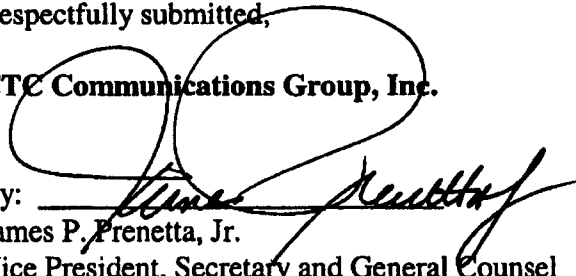
Accordingly, DHS, DOJ, and FBI hereby advise the Commission that they have no objection to the Commission granting the pending applications, provided that the Commission

² See, e.g., *Application of Infonet Broadband Services Corporation and Infonet Telecommunications Corporation to Transfer Control of FCC Licenses and Authorizations to BT Group plc*, WC Docket 04-421, Public Notice, DA 05-387 (rel. Feb. 11, 2005), *International Authorizations Granted*, Public Notice, DA 05-372 (rel. Feb. 10, 2005) (ITC-T/C-2004119-00460, Infonet Broadband Services Corporation); *VSNL America Inc.*, 19 FCC Rcd 16,555 (2004); *Loral Satellite, Inc. and Intelsat North America, LLC*, Memorandum Opinion, Order and Authorization, 19 FCC Rcd 2404, 2004 WL 253309 (2004); *Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom, Inc.*, 18 FCC Rcd 23,140 (2003); *Global Crossing, Ltd. and GC Acquisition Limited*, Memorandum Opinion, Order and Authorization, 18 FCC Rcd 20,301, 2003 WL 22309107 (2003); *XO Communications, Inc.*, Memorandum Opinion, Order and Authorization, 17 FCC Rcd 19,212, 2002 WL 31235646 (2002) (agreement adopted by the Commission, but the transaction was not consummated).

conditions its grant of the applications on compliance with the terms of the attached assurances letter.

Respectfully submitted,

CTC Communications Group, Inc.

By: 
James P. Prenetta, Jr.
Vice President, Secretary and General Counsel
CTC Communications Group, Inc.
220 Bear Hill Road
Waltham, MA 02451
(781) 522-8773

Choice One Communications Inc.

By: _____
Roger W. Byrd
Senior Vice President and General Counsel
Choice One Communications Inc.
100 Chestnut Street, Suite 600
Rochester, NY 14604
(585) 530-2708

Conversent Communications, Inc.

By: _____
David Mayer
Executive Vice President and General Counsel
Conversent Communications, Inc.
313 Boston Post Road West
Marlborough, MA 01752
(401) 834-3377

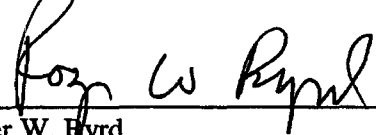
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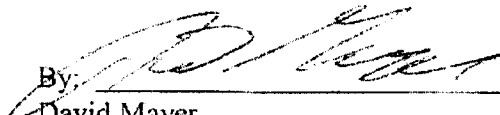
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Department of Homeland Security

By: 
Stewart A. Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528
(202) 282-8582

Department of Justice

By: _____
Benton J. Campbell
Acting Deputy Assistant Attorney General
Office of the Assistant Attorney General
Criminal Division – Room 2113
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530
(202) 616-3928

Federal Bureau of Investigation

By: _____
Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530
(202) 324-6829

Dated June 22, 2006


Department of Homeland Security

By: _____
Stewart A. Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528
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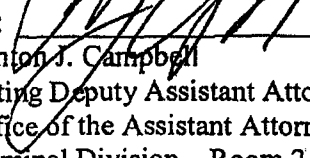
By: 
Elaine N. Lammert
Deputy General Counsel
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935 Pennsylvania Avenue, N.W.
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Dated June 19th, 2006

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Assistant Secretary for Policy
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935 Pennsylvania Avenue, N.W.
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(202) 324-6829

Dated June 19th, 2006

EXHIBIT A
CTC AND CHOICE ONE SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Choice One Communications of Connecticut Inc.	Choice One	0004-3284-64	Yes	n/a
Choice One Communications of Maine Inc.	Choice One	0008-1906-62	Yes	n/a
Choice One Communications of Massachusetts Inc.	Choice One	0004-3284-80	Yes	n/a
Choice One Communications of New York Inc.	Choice One	0004-3285-06	Yes	n/a
Choice One Communications of Ohio Inc.	Choice One	0004-3285-30	Yes	n/a
Choice One Communications of Pennsylvania Inc.	Choice One	0004-3285-55	Yes	n/a
Choice One Communications of Rhode Island Inc.	Choice One	0004-3285-63	Yes	n/a
Choice One Communications of Virginia Inc.	Choice One	0014-7104-87	Yes	n/a
Choice One of New Hampshire Inc.	Choice One	0004-3284-98	Yes	n/a
US Xchange of Illinois, L.L.C.	Choice One	0004-3286-05	Yes	n/a
US Xchange of Indiana, L.L.C.	Choice One	0004-3285-97	Yes	n/a
US Xchange of Michigan, L.L.C.	Choice One	0004-3285-89	Yes	n/a
US Xchange of Wisconsin, L.L.C.	Choice One	0004-3286-13	Yes	n/a

EXHIBIT B
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Moutaineer Telecommunications, LLC	Conversent Communications, Inc.	0012534749	No	§ 214 global resale authority granted April 26, 2000 in IB File No. ITC-214-20000403-00192.
FiberNet, L.L.C.	Conversent Communications, Inc.	0003771011	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
FiberNet Telecommunications of Pennsylvania, LLC	Conversent Communications, Inc.	0003771045	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
Conversent Communications Long Distance, LLC	Conversent Communications, Inc.	0006209787	No	§ 214 global resale authority granted April 9, 1999 in IB File No. ITC-214-19990210-00081.
Conversent Communications, LLC	Conversent Communications, Inc.	0008307738	No	§ 214 global resale authority granted in IB File No. ITC-214-19960530-00217; ITC-ASG-19991119-00721.

EXHIBIT B
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Connecticut, LLC	Conversent Communications, Inc.	0008841959	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Maine, LLC	Conversent Communications, Inc.	0008841900	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Massachusetts, Inc.	Conversent Communications, Inc.	0008841876	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT B
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of New Hampshire, LLC	Conversent Communications, Inc.	0008842007	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New Jersey, LLC	Conversent Communications, Inc.	0008841983	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New York, LLC	Conversent Communications, Inc.	0008841991	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT B
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Pennsylvania, LLC	Conversent Communications, Inc.	0008841934	No	Authorized to operate under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Rhode Island, LLC	Conversent Communications, Inc.	0008841975	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Vermont, LLC	Conversent Communications, Inc.	0008841942	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

June 15, 2006

Mr. Benton J. Campbell
Acting Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

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Assistant Secretary for Policy
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Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Re: Pending Merger of Choice One Communications Inc. and CTC
Communications Group, Inc. and Simultaneous Acquisition of Conversent
Communications, Inc.

Dear Mr. Campbell, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments being made by Choice One Communications Inc. ("Choice One"), CTC Communications Group, Inc. ("CTC Group"), and Conversent Communications, Inc. ("Conversent") to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement, and public safety concerns raised with regard to the two separate applications made to the Federal Communications Commission ("FCC") for transfer of control of authority pursuant to Section 214 of the Communications Act of 1934, as amended.

I. Description of the Transaction

CTC Group will merge with and into Choice One, with Choice One being the surviving corporation of such merger. As a result of that transaction, each existing subsidiary of CTC Group will become a wholly-owned subsidiary of Choice One.

Concurrent with the CTC Group/Choice One merger, a wholly-owned subsidiary of Choice One will merge with and into Conversent, with Conversent being the survivor of that merger. As a result of that transaction, Conversent and each wholly-owned subsidiary of Conversent will, by operation of law, become a subsidiary of Choice One. CTC Group, Choice One and Conversent are herein collectively referred to as the "Company".

II. Description of the Company's Commitments

The Company agrees that, for all customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons ("U.S. Records"), the Company will store such U.S. Records exclusively in the United States. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code. The Company agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it will not, directly or indirectly, disclose or permit disclosure of, or access to, U.S. Records or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena, or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government including an identified representative, agent, component or subdivision thereof, that is not a local, state or Federal government in the United States. Any such requests or legal process submitted by a non-U.S. government to the Company shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by, or becomes known to, the Company, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Company has established procedures to ensure that requests from law enforcement agencies ("LEAs") to conduct electronic surveillance, either interception of communications or access to call-identifying information, are reviewed and approved to ensure that the subpoena or warrant meets applicable state or federal law and to assist LEAs in implementing the electronic surveillance at or through access to their respective facilities consistent with the search warrant or other legal authorization. The procedures and policies in place at the Company are generally consistent with the procedures and policies of other competitive local exchange carriers. Following the closing of the

merger transactions described above, James P. Prenetta, Jr., the current General Counsel of CTC Group, and the Executive Vice President and General Counsel for the Company following closing, shall over-see all CALEA compliance matters. Mr. Prenetta is familiar with the requirements of CALEA and will be standardizing the practices among CTC Group, Choice One and Conversent following closing. Mr. Prenetta is a United States citizen, will be an officer of the Company at closing and is, and will continue to be, located in the United States. In the event that Mr. Prenetta is no longer responsible for CALEA matters in the future, in addition to filing an amendment with the FCC pursuant to 47 C.F.R. 64.2105(a), the Company will notify the FBI, DOJ, and DHS in writing of the new point or points of contact for CALEA matters, and thereafter shall promptly notify the FBI, DOJ, and DHS of any further change(s) in such designation. The Company agrees that any future contact person for CALEA matters shall be a resident U.S. citizen. The Company shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for any person(s) designated as the point of contact for CALEA matters.

The Company also agrees that it will promptly notify the FBI, DOJ, and DHS, in writing, of any material changes in any of the facts as represented in this letter or in the event that the Company acquires ownership of another telecommunications service provider. The Company agrees to send any such written notice to the FBI, DOJ, or DHS to the named addressees of this letter.

Finally, the Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI, or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-interest to the Company.

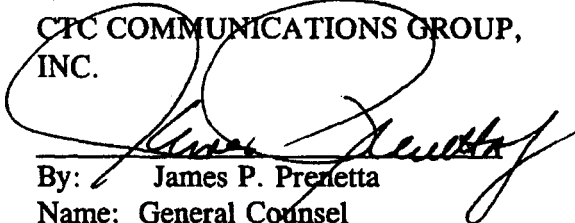
Nothing in this letter is intended to excuse the Company or its subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et. seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Company or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Company or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Company or its subsidiaries, and nothing in this letter provides the Company or its subsidiaries with any relief from civil liability.

We understand that, upon execution of this letter by an authorized representative or attorney for Choice One, CTC Group and Conversent, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the application filed by Choice One and CTC Group with respect to their merger or to the FCC's grant of the application filed by Choice One, CTC Group and Conversent with respect to the acquisition of Conversent.

The commitments set forth in this letter shall not be binding on Choice One, CTC Group or Conversent should the transactions contemplated hereby not close.

Sincerely,

CTC COMMUNICATIONS GROUP,
INC.



By: James P. Preietta
Name: General Counsel

CHOICE ONE COMMUNICATIONS
INC.

By: Roger Byrd
Name: General Counsel

CONVERSENT COMMUNICATIONS,
INC.

By: Dave Mayer
Name: General Counsel

DATED: June 15, 2006

cc:

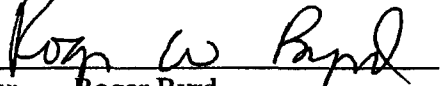
Jon Pifer, FBI
Lou Brenner, DHS
Joe Springsteen, DOJ

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CHOICE ONE COMMUNICATIONS INC.


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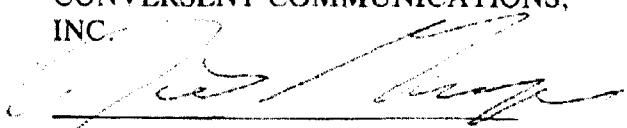
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DATED: June 15, 2006

cc:

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